

Sean Dougherty
AVP, Contracts
CIT Rail

RECORDATION NO. **24358-A** FILED

JAN 20 09

11-31 AM



January 20, 2009

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
Washington, D.C. 20423

RE: OCI03005

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as of December 11, 2008, a **secondary** document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number **24358**.

The names and addresses of the parties to the enclosed document are:

Lessee:	OCI Chemical Corporation 1800 West Oak Commons Ct., Suite 100 Marietta, GA 30062
Lessor:	The CIT Group/Equipment Financing, Inc. 30 South Wacker Drive Suite 3000 Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series **CITX 75019, 75109, 75120, 75138, 75142, and 75338** more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: **Memorandum of Railcar Lease.**

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Sean Dougherty
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t. 312.906.5785 f. 312.906.5833
sean.dougherty@cit.com

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 11th day of December, 2008, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive Suite 3000, Chicago, IL 60606 (the "Lessor"), and OCI CHEMICAL CORPORATION, a Delaware corporation, with an address at 1800 West Oak Commons Ct., Suite 100, Marietta, GA 30062 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 17, 2002 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on 2/12/2003 as Recordation Number 24358.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: JMK
Name: JMK
Title: SVP - Leasing

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

OCI CHEMICAL CORPORATION

By: Karla R. Boyle
Name: Karla R. Boyle
Title: President & CEO

Schedule A

Number of Cars		Equipment Description
6		5,230 C.F. P.D. covered hopper car - lined
1	CEFX	75019
2	CEFX	75109
3	CEFX	75120
4	CEFX	75138
5	CEFX	75142
6	CEFX	75338